

**DONELAN, CLEARY, WOOD & MASER, P.C.** FEB 4 '98

3-18 PM

ATTORNEYS AND COUNSELORS AT LAW

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February 4, 1998

Recordation No. 20637-C

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
FEB 4 3 18 PM '98

Dear Mr. Williams:

On behalf of Fleet Capital Corporation I submit for filing and recording under 49 U.S.C. § 11031 and the regulations applicable thereunder, counterparts of a secondary document, not previously recorded, entitled Memorandum of Termination and Release of Memorandum of Master Equipment Lease Agreement and Assignment of Lease Agreement with Recourse ("Release"), dated February 4, 1998.

The party to the enclosed Release is:

Fleet Capital Corporation  
5th Floor  
50 Kennedy Plaza  
Providence, RI 02903

- RELEASING PARTY

The said Release is a full termination and release of all right, title and interest of Fleet Capital Corporation in, to and under (1) that certain Memorandum of Master Equipment Lease Agreement dated as of April 16, 1997, and (2) its security interest in, to and under that certain Assignment of Lease Agreement with Recourse dated as of April 16, 1997, filed and recorded respectively with the Surface Transportation Board under Recordation Nos. 20637 and 20637-B, and the Release should be recorded under the next available letter under Recordation No. 20637, which we believe is "-C."

The equipment covered by the enclosed Release is all equipment covered by the aforesaid two documents.

*Counterparts of Harrin*

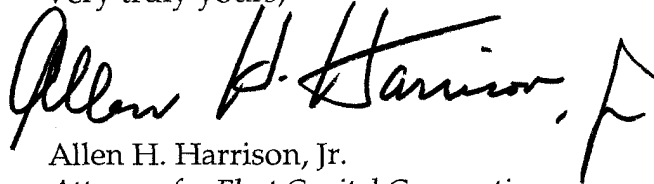
A short summary of the Release to appear in the Surface Transportation Board Index is as follows:

"Full termination and release of lease under Recordation No. 20637 and assignment under Recordation No. 20637-B."

Enclosed is a check in the amount of twenty-four dollars (\$24.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter/fee receipt from the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

A handwritten signature in black ink, reading "Allen H. Harrison, Jr." with a stylized flourish at the end.

Allen H. Harrison, Jr.  
*Attorney for Fleet Capital Corporation  
for the purpose of this filing.*

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Enclosures

**BY-HAND**

8357-020

MEMORANDUM OF TERMINATION AND RELEASE OF  
MEMORANDUM OF MASTER EQUIPMENT LEASE AGREEMENT  
AND  
ASSIGNMENT OF LEASE AGREEMENT WITH RECOURSE

RECORDATION NO. 20637-C

RECORDATION NO. 20637-C FILED

FEB 4 '98

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This MEMORANDUM is made as of February 4, 1998 by Fleet Capital Corporation, as Lessor and as Assignee (secured party) respectively in the two above-captioned documents.

WHEREAS, Fleet Capital Corporation ("Fleet"), as Lessor, and Flex Leasing Corporation ("Flex") as Lessee, entered into that certain Memorandum of Master Equipment Lease Agreement ("Lease") dated as of April 16, 1997, recorded with the Surface Transportation Board ("STB") April 16, 1997 under Recordation No. 20637; and

WHEREAS, Flex (as sublessor) and Norfolk Southern Railway Company (as sublessee) entered into that certain Memorandum of Lease Agreement ("Sublease") dated as of April 16, 1997, covering the same rolling stock as in the Lease, recorded with the STB April 16, 1997 under Recordation No. 20637-A; and

WHEREAS, Flex, as Assignor, assigned to Fleet, as Assignee, a security interest in the Sublease by that certain Assignment of Lease Agreement with Recourse ("Assignment") dated and recorded with the STB April 16, 1997 under Recordation No. 20637-B; and

WHEREAS, the Lease has been fully terminated and the obligations secured by the Assignment have been fully satisfied.

NOW THEREFORE, this MEMORANDUM is recorded for the purpose of officially terminating and releasing of record the Lease recorded under Recordation No. 20637 and the Assignment recorded under Recordation No. 20637-B.

IN WITNESS WHEREOF, the party hereto has executed this MEMORANDUM as of the 4th day of February, 1998.

FLEET CAPITAL CORPORATION

By: Kit Rhodes

Name: Kit Rhodes

Corporate title: Assistant Vice President

STATE OF RHODE ISLAND           )  
  )  
COUNTY OF PROVIDENCE         )

On this 4th day of February, 1998, before me personally appeared Kit Rhodes  
\_\_\_\_\_, to me personally known, who, being duly sworn,  
did say that he/she is an Assistant Vice President of Fleet Capital  
Corporation, that the foregoing instrument was signed on behalf of such  
corporation by authority of its Board of Directors, and he/she acknowledged that the  
execution of the foregoing instrument was the free act and deed of such corporation.

Nellie M. Quintis  
Notary Public

My commission expires:

2/14/98